

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Case No. 05-44481 (RDD)  
DELPHI CORPORATION, et al., : (Jointly Administered)  
Debtors. : Chapter 11  
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SANTA CLARA )

James Koshland, being duly sworn, deposes and says:

1. I am a partner of DLA Piper US LLP ("DLA Piper") which maintains offices at 2000 University Avenue, East Palo Alto, California 94303, and in other cities worldwide.

2. Neither I, DLA Piper, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with MobileAria, Inc. ("MobileAria"), one of the debtors and debtors-in-possession in the above jointly administered cases, its creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. MobileAria provides fleet management, efficiency and security services for mobile transportation systems, using patented hardware and software that tracks vehicles by satellite. Since 2000, DLA Piper (via its predecessor Gray Cary Ware & Freidenrich) has provided general business, employment and corporate advice, as wells as advice related to MobileAria's interest in domestic and international patents and other intellectual property interests. MobileAria is a subsidiary of Delphi Corporation.

4. MobileAria has requested, and DLA Piper has agreed, to continue to represent and advise MobileAria pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the MobileAria has requested, and DLA Piper proposes, to render the following services to the MobileAria as an ordinary course professional:

a. To advise and represent MobileAria with respect to general business, corporate and employment matters as they arise.

b. To maintain MobileAria's rights in its intellectual property assets, and to counsel MobileAria with respect to its rights in connection with any reorganization, restructuring, sale, or transfer of its intellectual property rights as may be necessary.

5. DLA Piper is currently engaged on an hourly basis to provide legal services to MobileAria. DLA Piper's original engagement with MobileAria provided for a special deferment of fees for the first year of the engagement. In consideration for the deferment, DLA Piper retained the right to purchase up to one-half percent (0.5%) of the outstanding shares of common stock at the current fair market value of MobileAria's stock. The deferment has expired, and DLA Piper did not purchase any of MobileAria's stock under the agreement, and hereby expressly waives any right it has to acquire stock in MobileAria.

6. DLA Piper is listed as an unsecured creditor in the amount of \$8,811.98. According to DLA Piper's accounting records, the correct amount of its claim is \$8,770.83.

7. Lawyers in other DLA Piper offices represents or has represented creditors of Delphi Corporation in matters not related to MobileAria. As set forth in the Supplemental Verified Statement Of DLA Piper US LLP Pursuant To Rule 2019 Of The Federal Rules Of Bankruptcy Procedure Regarding Representation Of Multiple Parties, attached hereto as Exhibit A, DLA Piper also represents the following parties in connection with Delphi Corporation:

a. DLA Piper's Austin, Texas office represents Silicon Laboratories, Inc, ("Silicon"), a creditor of Delphi Automotive. Silicon has a priority claim of \$9,726.81 and a general unsecured claim of \$102,681.24.

b. DLA Piper's San Diego, California office represents PEC of America Corporation ("PEC"), a creditor of Delphi Corporation. PEC has a claim of \$3,579.00.

c. DLA Piper's Baltimore, Maryland office represents Constellation New Energy, Inc. ("Constellation"), a creditor of Delphi Corporation. Constellation has claims totaling \$886,412.36.

d. DLA Piper's Austin, Texas office represents Salion, Inc., ("Salion"), a creditor of Delphi Automotive. Salion has a claim of \$55,050.00.

e. DLA Piper's New York, New York and Boston, Massachusetts offices represent XM Satellite Radio, Inc. ("XM Satellite"), a creditor of Delphi Automotive. XM Satellite has a claim of \$1,017,448.00.

8. DLA Piper has established a screen isolating the professionals designated to represent MobileAria from the professionals representing Silicon, PEC, Constellation, Salion or XM Satellite. The DLA Piper personnel representing MobileAria will not disclose any information relating to the engagement to any personnel representing Silicon, PEC, Constellation, Salion or XM Satellite. Conversely, DLA Piper personnel representing Silicon, PEC, Constellation, Salion or XM Satellite not disclose any information to the DLA Piper personnel representing MobileAria. In addition, all MobileAria files and records will be isolated from the personnel representing Silicon, PEC, Constellation, Salion or XM Satellite. A

memorandum will be issued to all DLA Piper personnel involved in these matters outlining the protocol for maintaining the screen.

9. Except as set forth herein, no promises have been received by DLA Piper or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

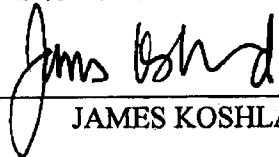
10. DLA Piper has no agreement with any entity to share with such entity any compensation received by DLA Piper.

11. DLA Piper and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. DLA Piper does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.


12. Except as set forth herein, neither I, DLA Piper, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which DLA Piper is to be engaged.

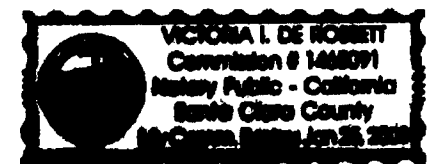
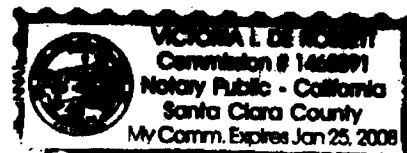
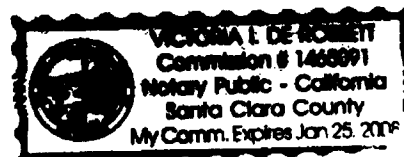
13. The foregoing constitutes the statement of DLA Piper pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
JAMES KOSHLAND

Subscribed and sworn before me  
this 19 day of December, 2007

  
Notary Public



**EXHIBIT A**

Timothy W. Walsh (TW-7409)  
DLA Piper US LLP  
1251 Avenue of the Americas  
New York, New York 10020-1104  
Telephone: (212) 335-4500

Attorneys for Constellation NewEnergy, Inc.,  
PEC of America, Silicon Laboratories, Inc.,  
Salion, Inc. and XM Satellite Radio, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	*	
DELPHI CORPORATION, <i>et al.</i> ,	*	Case Nos. 05-44481 <i>et al.</i>
		(Jointly Administered)
Debtors.	*	Chapter 11

\* \* \* \* \*

**SUPPLEMENTAL VERIFIED STATEMENT OF  
DLA PIPER US LLP PURSUANT TO RULE 2019 OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE  
REGARDING REPRESENTATION OF MULTIPLE PARTIES**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, the law firm of  
DLA Piper US LLP<sup>1</sup> ("DLA Piper") files this verified statement of multiple representation (the  
"Statement"), and respectfully states as follows:

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<sup>1</sup> Formerly known as DLA Piper Rudnick Gray Cary US LLP.

1. DLA Piper represents or has represented the following parties in interest with the following claim amounts, in the above captioned Chapter 11 bankruptcy cases:

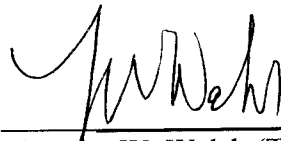
<u>Creditor</u>	<u>Amount of Claim</u>
a. Constellation NewEnergy, Inc. John D. Corse, Esq. Chief Litigation Counsel 750 East Pratt Street Fifth Floor Baltimore, Maryland 21202	General unsecured claim of \$93,001.07  General unsecured claim of \$793,411.29
b. PEC of America Corp. Hisashi Ishiguro General Manager 2297 Niels Bohr Court #100 San Diego, CA 92154	General unsecured claim of \$3,579.00
c. Silicon Laboratories, Inc. Nestor Ho, Esq. Chief Legal and IP Counsel 7000 W. William Cannon Building 1, Suite 200 Austin, Texas 78735	Priority claim of \$9,726.81  General unsecured claim of \$102,681.24
d. Salion, Inc. & Sierra Liquidity Fund Sierra Liquidity Fund 2699 White Road, Suite 255 Irvine, CA 92614	General unsecured claim of \$55,050.00
e. XM Satellite Radio, Inc. Scott A. Golden, Esq. Hogan & Hartson, LP 875 Third Avenue New York, NY 10022	General unsecured claim of \$1,017,448.00

2. Each of the foregoing representations are separate and are not representations under which DLA Piper's clients are acting or have acted together pursuant to a deposit agreement, proxy, trust mortgage, trust indenture, deed of trust or committee arrangement. Information about the claims held by DLA Piper's clients are or will be set forth in their respective proofs of claim or requests for payment of claims, if any.

3. DLA Piper may also represent other clients in matters pertaining to the above-captioned Debtors and in the future may undertake other engagements. Those representations may or may not result in representations in these bankruptcy cases. If they come to involve representations in these bankruptcy cases, this Statement shall be supplemented.

Dated: New York, New York  
December 19, 2007

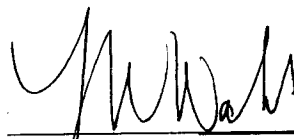
**DLA PIPER US LLP**



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Timothy W. Walsh (TW-7409)  
1251 Avenue of the Americas  
New York, New York 10020-1104  
Tel: (212) 335-4500  
Fax: (212) 884-8516

I, Timothy W. Walsh, Esq., declare under penalty of perjury that I have read the foregoing statement and that it is true and correct to the best of my knowledge, information and belief.



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Timothy W. Walsh (TW-7409)